

EXHIBIT B

UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA

In re: CV SCIENCES, INC. SECURITIES
LITIGATION

Case No. 2:18-cv-01602-JAD-BNW

**[PROPOSED] JUDGMENT AND FINAL
APPROVAL OF SETTLEMENT**

This Document Relates to:

WHEREAS this matter came before the Court for hearing on _____, _____ pursuant to the Order Preliminarily Approving Settlement and Providing for Notice (“Preliminary Approval Order”) dated _____, _____, on the application of the parties for approval of the settlement set forth in the Stipulation of Settlement dated January 31, 2022 (the “Stipulation”);

WHEREAS the Court has heard all persons properly appearing and requesting to be heard, considered all papers filed and proceedings had herein, and found good cause appearing; NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

1. This Judgment incorporates by reference the definitions in the Stipulation (which is attached hereto), and all terms used herein shall have the same meanings as set forth in the Stipulation, unless otherwise set forth herein.

2. This Court has jurisdiction over the subject matter of the Action and over all parties to the Action, including all Members of the Class.

3. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, this Court hereby affirms its determinations in the Preliminary Approval Order and finally certifies for purposes of settlement only a Class defined as all Persons who purchased the common stock of CV Sciences, Inc. (“CV Sciences”) in the United States or on the OTC between June 19, 2017 and August 20, 2018 at 1:21 p.m. EST, inclusive, and were allegedly damaged thereby. Excluded from the Class are: (a) Defendants; (b) the officers and directors of the Company at all relevant times; (c) members of any Defendant’s immediate families; (d) any entity in which Defendants have or had a controlling interest or which is related to or

1 affiliated with any of the Defendants; (e) the legal representatives, heirs, agents, successors or assigns
 2 of such excluded Persons; (f) Defendants' liability insurance carriers and any affiliates or subsidiaries
 3 thereof; (g) those who purchased CV Sciences common stock on foreign exchanges, in accordance with
 4 the United States Supreme Court's decision in *Morrison v. Nat'l Australia Bank Ltd.*, 561 U.S. 247, 267
 5 (2010) ("[I]t is in our view only transactions in securities listed on domestic exchanges, and domestic
 6 transactions in other securities, to which §10(b) applies."); and (h) any Persons who exclude themselves
 7 by submitting a request for exclusion that is accepted by the Court.

8 4. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, and for purposes of
 9 settlement only, the Court hereby affirms its determinations in the Order and finally appoints Lead
 10 Plaintiff Richard Ina, Trustee for The Ina Family Trust, as Class Representative for the Class, Faruqi &
 11 Faruqi, LLP as Class Counsel for the Class, and Muckleroy Lunt, LLC as Liaison Class Counsel for the
 12 Class.

13 5. The Court finds that the mailing of the Notice and Proof of Claim and Release form and
 14 the publication of the Summary Notice complied with the terms of the Stipulation and the Preliminary
 15 Approval Order, and provided the best notice practicable under the circumstances of those proceedings
 16 and the matters set forth therein, including the proposed settlement set forth in the Stipulation, to all
 17 Persons entitled to such notice, and said notice fully satisfied the requirements of Federal Rule of Civil
 18 Procedure 23, the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4(a)(7), and the
 19 requirements of due process.

20 6. [Description of number and nature of any objections to the proposed Settlement.]

21 7. In light of the benefits to the Class, the complexity, expense, and possible duration of
 22 further litigation against Defendants, the risks of establishing liability and damages, and the costs of
 23 continued litigation, pursuant to Federal Rule of Civil Procedure 23, the Court hereby approves the
 24 settlement set forth in the Stipulation and finds that:

25 (a) the Stipulation and the settlement contained therein are, in all respects, fair,
 26 reasonable, and adequate and in the best interest of the Class;

27 (b) there was no collusion in connection with the Stipulation;

28 (c) the Stipulation was the product of informed, arm's-length negotiations among

1 competent, able counsel; and

2 (d) the record is sufficiently developed and complete to have enabled Lead Plaintiff
3 and Defendants to have adequately evaluated and considered their positions.

4 8. Accordingly, the Court authorizes and directs implementation and performance of all the
5 terms and provisions of the Stipulation, as well as the terms and provisions hereof. Except as to any
6 individual claim of those Persons (identified in Exhibit 1 attached hereto) who have timely (as
7 determined by the Court) and validly requested exclusion from the Class, the Court hereby dismisses
8 the Action and all Released Claims of the Class with prejudice. The Settling Parties are to bear their
9 own costs, except as and to the extent provided in the Stipulation and herein.

10 9. Upon the Effective Date, and as provided in the Stipulation, Lead Plaintiff shall, and
11 each of the Class Members shall be deemed to have, and by operation of this Judgment shall have fully,
12 finally, and forever waived, released, relinquished, discharged, and dismissed all Released Claims
13 against the Released Parties.

14 10. Lead Plaintiff and all Class Members are hereby forever barred from prosecuting any of
15 the Released Claims against any of the Released Parties.

16 11. Upon the Effective Date, and as provided in the Stipulation, each of the Released Parties
17 shall be deemed to have, and by operation of this Judgment shall have, fully, finally, and forever
18 waived, released, relinquished, and discharged Lead Plaintiff, Plaintiff's Counsel, and each and all of
19 the Class Members from all Settled Defendants' Claims.

20 12. Each Member of the Class, whether or not such Member of the Class executes and
21 delivers a Proof of Claim and Release, is bound by this Judgment, including, without limitation, the
22 release of claims set forth in the Stipulation.

23 13. All Persons whose names appear on Exhibit 1 hereto are hereby excluded from the Class,
24 are not bound by this Judgment, and may not make any claim with respect to or receive any benefit
25 from the settlement.

26 14. Neither this Judgment, the Stipulation, nor any negotiations or proceedings connected
27 thereto, nor any of the documents, provisions, or statements referred to therein: (a) is, or may be
28 deemed to be, or may be used as an admission of, or evidence of, the validity of any Released Claims,

1 or of wrongdoing or liability of the Released Parties; (b) is, or may be deemed to be, or may be
2 used as an admission of, or evidence of, any fault or omission of any Released Parties in any civil,
3 criminal, or administrative proceeding in any court, administrative agency or other tribunal; and (c) is,
4 or may be deemed to be, or may be used as an admission of, or evidence of, any infirmity of the claims
5 alleged by Lead Plaintiff. Released Parties, Lead Plaintiff, or any Member of the Class may file the
6 Stipulation and/or this Judgment from this Action in any other action that may be brought against them
7 in order to support a defense or counterclaim based on principles of *res judicata*, collateral estoppel,
8 release, good faith settlement, judgment bar or reduction, or any theory of claim preclusion or issue
9 preclusion or similar defense or counterclaim.

10 15. The Court hereby finds that the proposed Plan of Allocation is a fair and reasonable
11 method to allocate the Settlement Fund among Class Members, and Lead Counsel and the Claims
12 Administrator are directed to administer the Plan of Allocation in accordance with its terms and the
13 terms of the Stipulation.

14 16. Lead Counsel is awarded attorneys' fees in the amount of \$_____, and
15 expenses in the amount of \$_____, plus any applicable interest, and these amounts
16 shall be paid out of the Settlement Fund immediately following entry of this Order subject to the terms,
17 conditions, and obligations of the Stipulation, which terms, conditions and obligations are incorporated
18 herein.

19 17. Lead Plaintiff is awarded in total \$_____, as an award for reasonable
20 costs and expenses directly relating to the representation of the Settlement Class as provided in 15
21 U.S.C. § 78u-4(a)(4), such amounts to be paid from the Settlement Fund upon the Effective Date of the
22 Settlement.

23 18. Without affecting the finality of this Judgment in any way, this Court hereby retains
24 continuing jurisdiction over: (a) implementation of this Settlement and any award or distribution of the
25 Settlement Fund, including interest earned thereon; (b) disposition of the Settlement Fund; and (c) all
26 parties herein for the purpose of construing, enforcing, and administering the Stipulation.

27 19. The Court finds, pursuant to 15 U.S.C. § 78u-4(c)(1), that during the course of the
28 Action, the Settling Parties and their respective counsel at all times complied with the requirements of

1 Federal Rule of Civil Procedure 11.

2 19. In the event that the Settlement does not become effective in accordance with the terms
3 of the Stipulation, or the Effective Date does not occur, then this Judgment shall be rendered null and
4 void to the extent provided by and in accordance with the Stipulation and shall be vacated and, in such
5 event, all orders entered and releases delivered in connection therewith shall be null and void to the
6 extent provided by and in accordance with the Stipulation.

7 20. Without further order of the Court, the Settling Parties may agree to reasonable
8 extensions of time to carry out any of the provisions of the Stipulation.

9 21. The provisions of this Judgment constitute a full and complete adjudication of the
10 matters considered and adjudged herein, and the Court directs immediate entry of this Judgment by the
11 Clerk of the Court.

12 IT IS SO ORDERED.

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14 DATED: _____

15 THE HONORABLE JENNIFER A. DORSEY
16 UNITED STATES DISTRICT JUDGE
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